

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	Case No. 01-01139 (KJC)
W.R. GRACE & CO., <u>et al.</u> ,	)	(Jointly Administered)
	)	
Debtors.	)	Objection Deadline: 5/19/2014
	)	Hearing Date: 10/14/2014 @ 10:00 a.m.

COVER SHEET  
THIRD QUARTERLY APPLICATION OF PHILLIPS,  
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO ROGER  
FRANKEL, THE PI FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE  
PERIOD OF JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014

Name of Applicant:	Phillips, Goldman & Spence, P.A. ("PG&S")
Authorized to Provide Professional Services to:	Roger Frankel, Successor PI Future Claimants' Representative (the "Successor FCR")
Date of Retention	PGS Retention Order entered July 31, 2013 <i>Nunc Pro Tunc</i> to May 16, 2013 (for the Successor FCR)
Period for which Compensation is Sought:	January 1, 2014 through February 3, 2014
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$3,085.50
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$27.37
Total Requested:	\$3,112.87
This is an: <u>  X  </u> interim <u>  X  </u> quarterly    _____ monthly    _____ final application	

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

Objection Deadline: 5/19/2014

Hearing Date: 10/14/2014 @ 10:00 a.m.

**SUMMARY FOR THE  
THIRD QUARTERLY APPLICATION OF PHILLIPS,  
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO ROGER  
FRANKEL, THE PI FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE  
PERIOD OF JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014**

**PREVIOUS APPLICATIONS FILED**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 <sup>st</sup> Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 <sup>st</sup> Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 <sup>nd</sup> Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 <sup>rd</sup> Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 <sup>th</sup> Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.60	\$2,187.60
5 <sup>th</sup> Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 <sup>th</sup> Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 <sup>th</sup> Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 <sup>rd</sup> Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed 6.14.05 Dkt No. 8613	N/A	\$4,129.20	\$4,129.20
8 <sup>th</sup> Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$7,397.60	\$1,850.00	\$9,437.07
9 <sup>th</sup> Monthly Application 2.2.05-2.28.05 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.26.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
10 <sup>th</sup> Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No. 8553	\$3,763.38	825.00	\$3,763.38
4 <sup>th</sup> Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed 9.14.05 Dkt No. 9418	N/A	\$3349.49	\$3349.49
11 <sup>th</sup> Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554	\$4,910.00	\$195.51	Filed 7.26.05 Dkt No. 9094	\$3,928.00	\$982.00	\$4,123.51
12 <sup>th</sup> Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686	\$3,596.00	\$309.93	Filed 7.20.05 Dkt No. 9029	\$2,876.80	\$719.20	\$3,186.73

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
13 <sup>th</sup> Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095	\$5,395.00	1,093.35	Filed 8.31.05 Dkt No. 9288	\$4,316.00	\$1,079.00	5,409.35
5 <sup>th</sup> Quarterly Application Filed 7.27.05 Dkt No. 9096	\$13,901.00	\$1,598.79	Filed 12.5.05 Dkt No. 11250	N/A	\$2,780.20	\$2,780.20
14 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11474	\$13,174.50	\$212.31	Filed 1.30.06 Dkt No. 11643	\$10,539.60	\$2,634.90	\$10,751.91
15 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11475	\$6,226.00	\$113.00	Filed 1.30.06 Dkt No. 11644	\$4,980.80	\$1,245.20	\$5,093.80
16 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11476	\$6,258.00	\$95.26	Filed 1.30.06 Dkt No. 11645	\$5,006.4	\$1,251.60	\$5,101.66
6 <sup>th</sup> Quarterly Application Filed 1.3.06 Dkt No. 11477	\$25,658.50	\$420.57	Filed 3.21.06 Dkt No. 12097	N/A	\$5,131.70	\$5,131.70
17 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11478	\$10,201.00	\$9.11	Filed 1.30.06 Dkt No. 11646	\$8,160.80	\$2,040.20	\$8,169.91
18 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11479	\$5,406.50	\$10.88	Filed 1.30.06 Dkt No. 11647	\$4,325.20	\$1,302.90	\$4,336.08
19 <sup>th</sup> Monthly Application Filed 2.6.06 Dkt No. 11722	\$7,533.00	\$133.39	Filed 3.1.06 Dkt No. 11918	\$6,026.40	\$1,506.60	\$6,159.79
7 <sup>th</sup> Quarterly Application Filed 2.10.06 Dkt No. 11746	\$23,140.50	\$153.38	Filed 3.21.06 Dkt No. 12098	N/A	\$4,849.70	\$4,849.70
20 <sup>th</sup> Monthly Application Filed 2.27.06 Dkt No. 11910	\$8,479.50	\$371.71	Filed 4.28.06 Dkt No. 12332	\$6,783.60	\$1,695.90	\$7,155.31
21 <sup>st</sup> Monthly Application Filed 3.23.06 Dkt No. 12109	\$6,008.50	\$469.08	Filed 4.28.06 Dkt No. 12333	\$4,806.80	\$1,201.70	\$5,275.88
22 <sup>nd</sup> Monthly Application Filed 4/28/06 Dkt No. 12334	\$5,694.00	\$580.22	Filed 12555 Dkt No. 5/31/06	\$4,555.20	\$1,138.80	\$5,135.42
8 <sup>th</sup> Quarterly Application Filed 5/31/06 Dkt No. 12556	\$20,182.00	\$1,421.01	Filed 9/11/06 Dkt No. 13188	N/A	\$4,036.40	4,036.40

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23 <sup>rd</sup> Monthly Application Filed 8.23.06 Dkt No. 13042	\$5,289.50	\$1,080.15	Filed 9/20/06 Dkt No. 13270	\$4,231.60	\$1,057.90	\$5,311.75
24 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13043	\$4,235.00	\$2,740.09	Filed 9/20/06 Dkt No. 13271	\$3,338.00	\$847.00	\$6,128.09
25 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13044	\$3,753.50	\$564.12	Filed 9/20/06 Dkt No. 13272	\$3,002.80	\$750.70	\$3,566.92
9 <sup>th</sup> Quarterly Application Filed 8.29.06 Dkt No. 13078	\$13,278.00	\$4,384.36	Filed 12.7.06 Dkt No. 13941	N/A	\$2,655.60	\$2,655.60
26 <sup>th</sup> Monthly Application Filed 8/29/06 Dkt No. 13079	\$7,094.50	\$62.04	Filed 9.20.06 Dkt No. 13273	\$5,675.60	\$1,418.90	\$5,737.64
27 <sup>th</sup> Monthly Application Filed 10.2.06 Dkt No. 13333	\$11,850.50	\$270.91	Filed 10.30.06 Dkt No. 13517	\$9,480.40	\$2,370.10	\$9,751.31
28 <sup>th</sup> Monthly Application Filed 10.30.06 Dkt No. 13518	\$11,649.00	\$1,264.75	Filed 11.27.06 Dkt No. 13786	\$9,319.20	\$2,329.80	\$10,583.95
10 <sup>th</sup> Quarterly Application Filed 11.9.06 Dkt No. 13611	\$30,594.00	\$1,597.70	Filed 12.7.06 Dkt No. 13942	N/A	\$6,118.80	\$6,118.80
29 <sup>th</sup> Monthly Application Filed 11.27.06 Dkt No. 13787	\$7,261.00	\$358.99	Filed 12.20.06 Dkt No. 14081	\$5,808.80	\$1,452.20	6,167.79
30 <sup>th</sup> Monthly Application Filed 12.20.006 Dkt No. 14082	\$8,944.50	\$97.57	Filed 1.30.07 Dkt No. 14424	\$7,155.60	\$1788.90	\$7,253.17
31 <sup>st</sup> Monthly Application Filed 2.5.07 Dkt No. 14485	\$17,130.50	\$857.47	Filed 3.5.07 Dkt No. 14747	\$13,704.40	\$3,426.10	\$14,561.87
11 <sup>th</sup> Quarterly Application Filed 2.7.07 Dkt No. 14511	\$33,336.00	\$1,314.03	Filed 16017 Dkt. No. 6.12.07	N/A	\$6,667.20	\$6,667.20
32 <sup>nd</sup> Monthly Application Filed 3.14.07 Dkt No. 14859	\$14,348.50	\$56.44	Filed 4.19.07 Dkt. No. 15244	\$11,478.80	\$2,869.70	\$11,535.24
33 <sup>rd</sup> Monthly Application Filed 4.19.07 Dkt No. 15247	\$8,698.00	\$216.20	Filed 5.10.07 Dkt. No. 15632	\$6,958.40	\$1,739.60	\$7,174.60

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34 <sup>th</sup> Monthly Application Filed 4.27.07 Dkt No. 15415	\$14,039.00	\$755.74	Filed 5.30.07 Dkt No. 15897	\$11,231.20	\$2,807.80	\$11,986.94
12 <sup>th</sup> Quarterly Application Filed 5/10/07 Dkt No. 15631	\$37,085.50	\$1,028.38	Filed 9/11/07 Dkt No. 16697	N/A	\$7,417.10	\$7,417.10
35 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 15898	\$21,025.50	\$747.92	Filed 6/25/07 Dkt No. 16151	\$16,820.40	\$4,205.10	\$17,568.32
36 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 16152	\$16,554.00	\$1,137.01	Filed 9/11/07 Dkt No. 16798	\$13,243.20	\$3,310.80	\$14,380.21
37 <sup>th</sup> Monthly Application Filed 11.7.07 Dkt No. 17313	\$17,017.00	\$742.33	Filed 12.3.07 Dkt No. 17507	\$13,613.60	\$3,403.40	\$14,355.93
13 <sup>th</sup> Quarterly Application Filed 11.8.07 Dkt No. 17315	\$54,596.50	\$2,627.26	Filed 12.3.07 Dkt No. 17508	N/A	\$10,919.30	\$10,919.30
38 <sup>th</sup> Monthly Application Filed 11.9.07 Dkt No. 17318	\$17,802.00	\$99.66	Filed 12.3.07 Dkt No. 17509	\$14,241.60	\$3,560.40	\$14,341.26
39 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17510	\$9,061.00	\$905.60	Filed 12.27.07 Dkt No. 17711	\$7,248.80	\$1,812.20	\$8,154.40
40 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17511	\$13,241.50	\$1,202.40	Filed 12.6.07 Dkt No. 17706	\$10,593.20	\$2,648.30	\$11,795.60
14 <sup>th</sup> Quarterly Application Filed 12.3.07 Dkt No. 17512	\$40,104.50	2,207.66	Filed 3.3.08 Dkt No. 18184	N/A	\$8020.90	\$8,020.90
41 <sup>st</sup> Monthly Application Filed 12.3.07 Dkt No. 17513	\$9,331.50	\$67.00	Filed 12.26.07 Dkt No. 17707	\$7,465.20	\$1,866.30	\$7,532.20
42 <sup>nd</sup> Monthly Application Filed 12.17.07 Dkt No. 17646	\$9,544.00	\$1,019.68	Filed 1.23.08 Dkt No. 17871	\$7,635.20	\$1908.80	\$8,654.88
43 <sup>rd</sup> Monthly Application Filed 1.29.08 Dkt No. 19724	\$21,040.00	\$1,169.65	Filed 3.3.08 Dkt No. 18183	\$16,832.00	\$4,208.00	\$18,001.65
15 <sup>th</sup> Quarterly Application Filed 2.11.08 Dkt No. 18019	\$39,915.50	\$2,256.33	Filed 6.9.08 Dkt No. 18886	N/A	\$7,983.10	\$7,983.10

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44 <sup>th</sup> Monthly Application Filed 3.14.08 Dkt No. 18292	\$29,925.00	\$236.90	Filed 4.24.08 Dkt No. 18606	\$23,940.00	\$5,985.00	\$24,176.90
45 <sup>th</sup> Monthly Application Filed 3.27.08 Dkt No. 18393	\$8,083.00	\$219.58	Filed 4.24.08 Dkt No. 18607	\$6,466.40	\$1,616.60	\$6,685.98
46 <sup>th</sup> Monthly Application Filed 4.25.08 Dkt No. 18609	\$22,230.00	\$1,839.62	Filed 5.19.08 Dkt No. 18737	\$17,784.00	\$4,446.00	\$19,623.62
16 <sup>th</sup> Quarterly Application Filed 5.19.08 Dkt No. 18738	\$60,238.00	\$2,296.10	Filed 6.9.08 Dkt No. 18886	N/A	\$12,047.60	\$12,047.60
47 <sup>th</sup> Monthly Application Filed 6.10.08 Dkt No. 18904	\$15,968.00	\$1,087.27	Filed 7.1.08 Dkt No. 19027	\$12,774.40	\$3,193.60	\$13,861.67
48 <sup>th</sup> Monthly Application Filed 7.1.08 Dkt No. 19028	\$7,235.00	\$118.33	Filed 7.28.08 Dkt No. 19167	\$5,788.00	\$1,447.00	\$5,906.33
49 <sup>th</sup> Monthly Application Filed 7.31.08 Dkt No. 19207	\$10,658.00	\$1,093.15	Filed 8.27.08 Dkt No. 19384	\$8,526.40	\$2,131.60	\$9,619.55
17 <sup>th</sup> Quarterly Application Filed 8.5.08 Dkt No. 19235	\$33,861.00	\$4,594.85	Filed 12.10.08 Dkt No. 20238	N/A	\$6,772.20	\$6,772.20
50 <sup>th</sup> Monthly Application Filed 8.27.08 Dkt No. 19385	\$9,720.00	\$826.54	Filed 9.19.08 Dkt No. 19573	\$7,776.00	\$1,944.00	\$8,602.54
51 <sup>st</sup> Monthly Application Filed 11.17.08 Dkt No. 20048	\$6,864.00	\$1,017.41	Filed 12.10.08 Dkt No. 20239	\$5,491.20	\$1,372.8	\$6508.61
52 <sup>nd</sup> Monthly Application Filed 11.17.08 Dkt No. 20049	\$10,739.00	\$822.12	Filed 1.7.09 Dkt No. 20500	\$8,591.20	\$2,147.80	\$9413.32
18 <sup>th</sup> Quarterly Application Filed 11.26.08 Dkt No. 20148	\$27,323.00	\$2,666.07	Filed 3.20.09 Dkt No. 21056	N/A	\$5,464.60	\$5,464.60
53 <sup>rd</sup> Monthly Application Filed 12.1.08 Dkt. No. 20161	\$15,150.00	\$81.25	Filed 1.5.08 Dkt No. 20415	\$12,120.00	\$3,030.00	\$12,201.25
54 <sup>th</sup> Monthly Application Filed 1.12.09 Dkt No. 20501	\$9,633.00	\$98.53	Filed 2.25.09 Dkt No. 20837	\$7,706.40	\$1,926.60	\$7,804.93

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55 <sup>th</sup> Monthly Application Filed 2.25.09 Dkt No. 20838	\$9,620.00	\$1,429.03	Filed 3.20.09 Dkt No. 21057	\$7,696.00	\$1,924.00	\$9,125.02
19 <sup>th</sup> Quarterly Application Filed 3.3.09 Dkt No. 20884	\$34,403.00	\$1,608.81	Filed 6.15.09 Dkt No. 22090	N/A	\$6,880.60	\$6,880.60
56 <sup>th</sup> Monthly Application Filed 2.25.09 Dkt No. 20839	\$17,324.00	\$1,776.56	Filed 21058 Dkt No. 3.20.09	\$13,859.20	\$3,464.80	\$15,635.76
57 <sup>th</sup> Monthly Application Filed 5.13.09 Dkt No. 21653	\$17,780.50	\$246.50	Filed 6.4.09 Dkt No. 21988	\$14,224.40	\$3,556.10	\$14,470.90
58 <sup>th</sup> Monthly Application Filed 5.13.09 Dkt No. 21654	\$21,595.00	\$741.49	Filed 6.4.09 Dkt No. 21999	\$17,276.00	\$4,319.00	\$18,017.49
20 <sup>th</sup> Quarterly Application Filed 5.19.09 Dkt No. 21743	\$56,699.50	\$2,764.55	Filed Dkt No.	N/A	\$11,339.90	\$11,339.90
59 <sup>th</sup> Monthly Application Filed 6.2.09 Dkt No. 21947	\$15,070.00	\$416.97	Filed 6.24.09 Dkt No. 22232	\$12,056.00	\$3,014.00	\$12,472.97
60 <sup>th</sup> Monthly Application Filed 6.24.009 Dkt. No. 22233	\$27,350.00	\$229.47	Filed 8.5.09 Dkt No. 22704	\$21,880.00	\$5,470.00	\$22,109.47
61 <sup>st</sup> Monthly Application Filed 1.11.2010 Dkt No. 24137	\$15,040.00	\$1,771.89	Filed 2.23.2010 Dkt. No. 24139	\$12,032.00	\$3,008.00	\$13,803.89
21 <sup>st</sup> Quarterly Application Filed 1.12.2010 Dkt. No. 24142	\$42,390.00	\$2,418.33	Filed 3.10.2010 Dkt. No. 24431	N/A	\$11,192.00	\$11,192.00
62 <sup>nd</sup> Monthly Application Filed 10.4.2011 Dkt. No. 27718	\$22,770.00	\$819.58	Filed 11.1.2011 Dkt. No. 27756	\$18,216.00	\$4,554.00	\$19,035.58
63 <sup>rd</sup> Monthly Application Filed 10.4.2011 Dkt. No. 27719	\$37,381.50	\$485.98	Filed 11.1.2011 Dkt. No. 27757	\$29,905.20	\$7,476.30	\$30,391.18
64 <sup>th</sup> Monthly Application Filed 10.4.2011 Dkt. No. 27720	\$43,410.00	67.00	Filed 11.1.2011 Dkt. No. 27858	\$34,728.00	\$8,682.00	\$34,795.00
22 <sup>nd</sup> Quarterly Application Filed 10.6.2010 Dkt. No. 27725	\$103,561.50	\$1,372.56	Filed 12.6.2011 Dkt. No. 28092	N/A	\$20,712.30	\$20,712.30



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65 <sup>th</sup> Monthly Application Filed 10.17.2011 Dkt. No. 27763	\$14,194.00	\$1,554.06	Filed 11.9.2011 Dkt. No. 27797	\$11,355.20	\$2,838.80	\$12,909.26
66 <sup>th</sup> Monthly Application Filed 10.17.2011 Dkt. No. 27764	\$9,917.50	\$1,165.00	Filed 11.9.2011 Dkt. No. 27798	\$7,934.00	\$1,983.50	\$9,099.00
67 <sup>th</sup> Monthly Application Filed 10.17.2011 Dkt. No. 27765	\$1,447.50	\$116.00	Filed 11.9.2011 Dkt. No. 27799	\$1,158.00	\$289.50	\$1,274.00
23 <sup>rd</sup> Quarterly Application Filed 10.18.2011 Dkt. No. 27768	\$25,555.00	\$2,835.06	Filed 12.6.2011 Dkt. No. 28093	N/A	\$5,111.80	\$5,111.80
68 <sup>th</sup> Monthly Application Filed 10.21.2011 Dkt. No. 27798	\$17,625.00	\$1,740.23	Filed 11.16.2011 Dkt. No. 27977	\$14,100.00	\$3,525.00	\$15,843.23
69 <sup>th</sup> Monthly Application Filed 10.21.2011 Dkt. No. 27799	\$3,870.00	\$7.98	Filed 11.16.2011 Dkt. No. 27978	\$3,096.00	\$774.00	\$3,103.98
70 <sup>th</sup> Monthly Application Filed 10.21.2011 Dkt. No. 27800	\$5,685.00	\$148.00	Filed 11.16.2011 Dkt. No. 27980	\$4,568.00	\$1,137.00	\$4,696.00
24 <sup>th</sup> Quarterly Application Filed 10.21.2011 Dkt. No. 27801	\$27,180.00	\$1,896.21	Filed 12.6.2011 Dkt. No. 28094	N/A	\$5,436.00	\$5,436.00
71 <sup>st</sup> Monthly Application Filed 10.24.2011 Dkt. No. 27814	\$3,900.00	\$249.04	Filed 11.16.2011 Dkt. No. 27981	\$3,120.00	\$780.00	\$3,369.04
72 <sup>nd</sup> Monthly Application Filed 10.24.2011 Dkt. No. 27815	\$2,130.00	\$0.57	Filed 11.16.2011 Dkt. No. 27982	\$1,704.00	\$426.00	\$1,704.57
73 <sup>rd</sup> Monthly Application Filed 10.24.2011 Dkt. No. 27816	\$2,340.00	\$0.00	Filed 11.16.2011 Dkt. No. 27983	\$1,872.00	\$468.00	\$1,872.00
25 <sup>th</sup> Quarterly Application Filed 10.24.2011 Dkt. No. 27821	\$8,370.00	\$249.61	Filed 12.6.2011 Dkt. No. 28095	N/A	\$1,674.00	\$1,674.00
74 <sup>th</sup> Monthly Application Filed 11.1.2011 Dkt. No. 27859	\$11,010.00	\$5.20	Filed 11.28.2011 Dkt. No. 28028	\$8,808.00	\$2,202.00	\$8,813.20
75 <sup>th</sup> Monthly Application Filed 11.1.2011 Dkt. No. 27860	\$1,635.00	\$4.80	Filed 11.28.2011 Dkt. No. 28029	\$1,308.00	\$327.00	\$1,312.80

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
76 <sup>th</sup> Monthly Application Filed 11.1.2011 Dkt. No. 27861	\$1,335.00	\$74.30	Filed 11.28.2011 Dkt. No. 28030	N/A	\$267.00	\$1,142.30
26 <sup>th</sup> Quarterly Application Filed 11.2.2011 Dkt. No. 27872	\$13,980.00	\$84.30	Filed 12.6.2011 Dkt. No. 28096	N/A	\$594.00	\$2,796.00
77 <sup>th</sup> Monthly Application Filed 11.3.2011 Dkt. No. 27874	\$1,470.00	\$54.70	Filed 11.28.2011 Dkt. No. 28031	\$1,176.00	\$294.00	\$1,230.70
78 <sup>th</sup> Monthly Application Filed 11.3.2011 Dkt. No. 27875	\$975.00	\$4.50	Filed 11.28.2011 Dkt. No. 28032	\$780.00	\$195.00	\$784.50
79 <sup>th</sup> Monthly Application Filed 11.3.2011 Dkt. No. 27876	\$3,210.00	\$0.00	Filed 11.28.2011 Dkt. No. 28033	\$2,568.00	\$642.00	\$2,568.00
27 <sup>th</sup> Quarterly Application Filed 11.3.2011 Dkt. No. 27877	\$5,655.00	\$143.50	Filed 12.6.2011 Dkt. No. 28097	N/A	\$1,131.00	\$1,131.00
80 <sup>th</sup> Monthly Application Filed 11.9.2011 Dkt. No. 27903	\$7,058.50	\$104.16	Filed 12.2.2011 Dkt. No. 28064	\$5,646.80	\$1,411.70	\$5,750.96
81 <sup>st</sup> Monthly Application Filed 11.9.2011 Dkt. No. 27904	\$10,908.00	\$28.00	Filed 12.2.2011 Dkt. No. 28064	\$8,726.40	\$2,181.60	\$8,754.40
82 <sup>nd</sup> Monthly Application Filed 11.9.2011 Dkt. No. 27905	\$8,882.00	\$89.99	Filed 12.2.2011 Dkt. No. 28066	\$7,105.60	\$1,776.40	\$7,195.59
28 <sup>th</sup> Quarterly Application Filed 11.9.2011 Dkt. No. 27906	\$26,848.50	\$222.15	Filed 12.6.2011 Dkt. No. 28098	N/A	\$6,500.70	\$5,369.00
83 <sup>rd</sup> Monthly Application Filed 11.10.2011 Dkt. No. 27914	\$9,572.00	\$64.71	Filed 12.2.2011 Dkt. No. 28081	\$7,657.60	\$1,914.40	\$7,722.31
84 <sup>th</sup> Monthly Application Filed 11.10.2011 Dkt. No. 27915	\$12,943.50	\$135.50	Filed 12.5.2011 Dkt. No. 28082	\$10,354.80	\$2,588.70	\$10,490.30
85 <sup>th</sup> Monthly Application Filed 11.10.2011 Dkt. No. 27916	\$9,821.50	\$7.00	Filed 12.2.2011 Dkt. No. 28083	\$7,857.20	\$1,964.30	\$7,864.20
29 <sup>th</sup> Quarterly Application Filed 11.10.2011 Dkt. No. 27917	\$32,337.00	\$207.21	Filed 12.6.2011 Dkt. No. 28099	N/A	\$6,467.40	\$5,992.40

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
86 <sup>th</sup> Monthly Application Filed 11.11.2011 Dkt. No. 27919	\$2,376.50	\$0.90	Filed 12.2.2011 Dkt. No. 28084	\$1,901.20	\$475.30	\$1,902.10
87 <sup>th</sup> Monthly Application Filed 11.11.2011 Dkt. No. 27920	\$3,710.00	\$211.86	Filed 12.2.2011 Dkt. No. 28085	\$2,968.00	\$742.00	\$3,179.86
88 <sup>th</sup> Monthly Application Filed 11.11.2011 Dkt. No. 27921	\$1,297.50	\$0.00	Filed 12.2.2011 Dkt. No. 28086	\$1,038.00	\$259.50	\$1,038.00
30 <sup>th</sup> Quarterly Application Filed 11.11.2011 Docket No. 27922	\$7,384.00	\$212.76	Filed 12.6.2011 Dkt. No. 28100	N/A	\$1,476.80	\$1,476.80
89 <sup>th</sup> Monthly Application Filed 11.23.2011 Docket No. 28024	\$8,280.50	\$637.41	Filed 12.14.2011 Dkt. No. 28149	\$6,624.40	\$1,656.10	\$7,261.81
90 <sup>th</sup> Monthly Application Filed 12.23.2011 Docket No. 28272	\$8,342.00	\$3,833.53	Filed 1/25/2012 Dkt. No. 28410	\$6,673.60	\$1,668.40	\$10,507.13
91 <sup>ST</sup> Monthly Application Filed 1.25.2012 Docket No. 28411	\$4,571.50	\$3,144.40	Filed 2.22.2012 Dkt. No. 28559	\$3,657.20	\$914.30	\$6,801.60
31 <sup>st</sup> Quarterly Application Filed 2.3.2012 Docket No. 28466	\$21,194.00	\$7,615.35	Filed 3.19.2012 Dkt. No. 28680	N/A	??	\$4,238.80
92 <sup>nd</sup> Monthly Application Filed 2.24.2012 Docket No. 28572	\$2,812.50	\$5.42	Filed 3.19.2012 Dkt. No. 28681	\$2,250.00	\$562.50	\$2,255.42
93 <sup>rd</sup> Monthly Application Filed 3.26.2012 Docket No. 28716	\$6,983.50	\$6.50	Filed 4/18/2012 Dkt. No. 28791	\$5,586.80	\$1,396.70	\$5,593.30
94 <sup>th</sup> Monthly Application Filed 4.24.2012 Docket No. 28823	\$5,426.00	\$23.55	Filed 5.22/2012 Dkt. No. 28951	\$4,340.80	\$1,085.20	\$4,364.35
32 <sup>nd</sup> Quarterly Application Filed 4.27.2012 Docket No. 28840	\$15,222.00	\$7,627.27	Filed 9.11.2012 Dkt. No. 29609	N/A	\$3,044.40	\$1,396.70
95 <sup>th</sup> Monthly Application Filed 5.24.2012 Docket No. 28967	\$2,635.00	\$87.02	Filed 6.18.2012 Dkt. No. 29070	\$2,108.00	\$527.00	\$2,195.02
96 <sup>th</sup> Monthly Application Filed 6.25.2012 Docket No. 29105	\$4,105.50	\$978.11	Filed 7.18.2012 Dkt. No. 29295	\$3,284.40	\$821.10	\$4,262.51

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
97 <sup>th</sup> Monthly Application Filed 4.24.2012 Docket No. 29324	\$4,067.50	\$826.17	Filed 8.22.2012 Dkt. No. 29489	\$3,254.00	\$813.50	\$4,080.17
33 <sup>rd</sup> Quarterly Application Filed 8.3.2012 Docket No. 29405	\$8,173.00	\$1,804.28	Filed n/a Dkt. No. n/a	N/A	\$1,634.60	\$2,161.60
98 <sup>th</sup> Monthly Application Filed 8.24.2012 Docket No. 29505	\$5,673.50	\$76.80	Filed 9.19.2012 Dkt. No. 29636	\$4,538.80	\$1,134.70	\$4,615.60
99 <sup>th</sup> Monthly Application Filed 9.25.2012 Docket No. 29665	\$2,746.00	\$884.97	Filed 10.18.2012 Dkt. No. 29781	\$2,196.80	\$549.20	\$3,081.77
100 <sup>th</sup> Monthly Application Filed 10.25.2012 Docket No. 29811	\$2,032.50	\$5.40	Filed 11.20.2012 Dkt. No. 29921	\$1,626.00	\$406.50	\$1,631.40
34 <sup>th</sup> Quarterly Application Filed 10.31.2012 Docket No. 29826	\$10,452.00	\$967.17	Filed 3/12/2013 Dkt. No. 30392	N/A	\$2,090.40	\$2,090.40
101 <sup>st</sup> Monthly Application Filed 11.26.2012 Dkt. No. 29930	\$2,139.50	\$200.50	Filed 12/19/2012 Dkt. No. 30066	\$1,711.60	\$427.90	\$1,912.10
102 <sup>nd</sup> Monthly Application Filed 12.26.2012 Dkt. No. 30085	\$1,323.50	\$664.17	Filed 1/17/2013 Dkt. No. 30157	\$1,058.80	\$264.70	\$1,722.97
103 <sup>rd</sup> Monthly Application Filed 1/25/2013 Dkt. No. 30192	\$3,889.00	\$5.00	Filed 2.25.2013 Dkt. No. 30319	\$3,111.20	\$777.80	\$3,116.20
35 <sup>th</sup> Quarterly Application Filed 2.14.2013 Dkt. No. 30279	\$7,352.00	\$869.67	Filed Dkt. No.	N/A	\$3,560.80	\$264.70
104 <sup>th</sup> Monthly Application Filed 2/25/2013 Dkt. No. 30320	\$5,845.50	\$19.50	Filed 3.22.2013 Dkt. No. 30426	\$4,676.40	\$1,169.10	\$4,695.90
105 <sup>TH</sup> Monthly Application Filed 3.25.2013 Dkt. No. 30431	\$3,646.50	\$1.72	Filed 4.18.2013 Dkt. No. 30529	\$2,917.20	\$729.30	\$2,918.92
106 <sup>th</sup> Monthly Application Filed 4.19.2013 Dkt. No. 30531	\$2,706.00	\$1,013.29	Filed 5/13/2013 Dkt. No. 30621	\$2,164.80	\$541.20	\$3,179.09
36 <sup>th</sup> Quarterly Application Filed 5.8.2013 Dkt. No. 30612	\$12,198.00	\$1,034.51	Filed Dkt. No.	N/A	\$2,439.60	\$2,439.60

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
107 <sup>th</sup> Monthly Application Filed 5.28.2013 Dkt. No. 30673	\$1,831.50	\$8.00	Filed 6.19.2013 Dkt. No. 307514	\$1,465.20	\$366.30	\$1,473.20
108 <sup>th</sup> Monthly Application Filed 6.20.2013 Dkt. No. 30752	\$957.00	\$8.00	Filed 7.15.2013 Dkt. No. 30834	\$765.60	\$191.40	\$773.60

**PREVIOUS APPLICATION AS LOCAL COUNSEL TO  
ROGER FRANKEL, SUCCESSOR PI FUTURE CLAIMANTS' REPRESENTATIVE**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 <sup>st</sup> Monthly Application Filed 8.6.2013 Dkt. No. 30929	\$1,663.50	\$0.00	Filed 8.29.2013 Dkt. No. 31033	\$1,306.80	\$332.70	\$1,306.80
2 <sup>ND</sup> Monthly Application Filed 8.6.2013 Dkt. No. 30930	\$10,791.00	\$902.37	Filed 8.29.2013 Dkt. No. 31034	\$8,632.80	\$2,158.20	\$9,535.17
37 <sup>th</sup> Quarterly Application Filed 8.12.2013 Dkt. No. 30951	\$15,213.00	\$1,041.07	Filed Dkt. No.	N/A	\$3,048.20	\$3,048.20
3 <sup>rd</sup> Monthly Application Filed 8.26.2013 Dkt. No. 31030	\$1,188.00	\$0.00	Filed 9.18.2013 Dkt. No. 31139	\$950.40	\$237.60	\$950.40
4 <sup>th</sup> Monthly Application Filed 9/25/2013.2013 Dkt. No. 31161	\$2,640.00	\$869.77	Filed 10/22/2013 Dkt. No. 31240	\$2,112.00	\$528.00	\$2,981.77
5 <sup>th</sup> Monthly Application Filed 10.25.2013 Dkt. No. 31260	\$2,706.00	\$231.72	Filed 11.19.2013 Dkt. No. 31368	\$2,164.80	\$541.20	\$2,396.52
1 <sup>st</sup> Quarterly Application Filed 11.13.2013 Dkt. No. 31330	\$6,534.00	\$1,101.49	Filed Dkt. No.	N/A	\$1,306.80	\$1,306.80
6 <sup>th</sup> Monthly Application Filed 11.25.2013 Dkt. No. 31393	\$1,897.50	\$15.30	Filed 1.6.2014 Dkt. No. 31558	\$1,518.00	\$379.50	\$1,533.29
7 <sup>th</sup> Monthly Application Filed 12.26.2013 Dkt. No. 31520	\$2,244.00	\$3.10	Filed 1.23.2014 Dkt. No. 31631	\$1,795.20	\$448.80	\$1,798.30

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
8 <sup>th</sup> Monthly Application Filed 2.27.2014 Dkt. No. 31642	\$1,782.00	\$858.41	Filed 2.27.2014 Dkt. No. 31888	\$1,425.60	\$356.40	\$2,284.01
2 <sup>nd</sup> Quarterly Application Filed 3.10.2014 Dkt. No. 31829	\$5,923.50	\$876.81	Filed Dkt. No.	N/A	\$805.20	
9 <sup>th</sup> Monthly Application Filed 3.10.2014 Dkt. No. 31828	\$3,085.50	\$27.37	Filed 3.31.2014 Dkt. No. 31960	\$2,468.40	\$617.10	

Phillips, Goldman & Spence, P.A. ("PG&S") was initially retained in this case effective May 24, 2004. After the death of Roger Austern, PG&S was retained by the Successor FCR effective May 16, 2013. This is our third quarterly fee application solely for Mr. Frankel. The hearing on the Quarterly Fee Application has been scheduled for October 14, 2014 at 10:00 a.m. before the Honorable Kevin J. Carey in the U.S. Bankruptcy Court in Wilmington, Delaware.

The PG&S professionals who rendered professional services in these cases during this Quarterly Fee Period are as follows:

### THIRD QUARTERLY COMPENSATION BY PROFESSIONAL

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/22 years/1974/ litigation/bankruptcy	\$515	4.70	\$2,420.50
Celeste A. Hartman	Sr. Paralegal/17 years/20 years prior experience	\$175	3.80	\$665.00
Grand Total			8.50	\$3,085.50
Blended Rate:				\$363.00

**THIRD QUARTERLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Fee/Employment Applications	5.60	\$1,762.00
Litigation	2.00	\$1,030.00
Plan and Disclosure Statement	0.40	\$87.50
Case Administration	0.50	\$206.00
Total	8.50	\$3,085.50

**THIRD QUARTERLY EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider</b>	<b>Total Expenses</b>
Overnight Delivery	Federal Express	\$14.77
On-line Docket Research	Pacer	\$12.60
TOTAL		\$27.37

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
	)	Case No. 01-01139 (KJC)
W.R. GRACE & CO., <u>et al.</u> ,	)	(Jointly Administered)
	)	
Debtors.	)	Objection Deadline: 5/19/2014
	)	Hearing Date: 10/14/2014 @ 10:00 a.m.

COVER SHEET FOR  
FINAL FEE APPLICATION OF PHILLIPS, GOLDMAN & SPENCE, P.A.  
AS LOCAL COUNSEL TO DAVID AUSTERN AND ROGER FRANKEL,  
THE PI FUTURE CLAIMANTS' REPRESENTATIVE(S) FOR THE  
PERIOD MAY 24, 2004 THROUGH FEBRUARY 3, 2014

**Name of Applicant:** Phillips, Goldman & Spence, P.A. ("PG&S")

**Authorized to Provide Professional Services to:** David T. Austern, PI Future Claimants' Representative ("FCR"); and  
Roger Frankel, Successor PI Future Claimants' Representative (the "Successor FCR")

**Date of Retention:** PG&S Retention Order entered September 27, 2004  
*Nunc Pro Tunc* to May 24, 2004 for FCR; and  
PGS Retention Order entered July 31, 2013 *Nunc Pro Tunc* to May 16, 2013 (for the Successor FCR)

**Period for which Final Compensation is Sought:** May 24, 2004 through February 3, 2014

**Amount of Compensation (100%) sought as actual, reasonable, and necessary:** \$1,013,240.00

**Amount of Expense Reimbursement sought as actual, reasonable, and necessary:** \$61,067.70

**Total Requested:** \$1,074,307.70

This is an:    ☐ interim    ☐ quarterly    ☐ monthly    ☒ final application



**FINAL COMPENSATION BY PROFESSIONAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
John C. Phillips, Jr.	Director	2176.90	\$884,507.00
Stephen W. Spence	Director	2.00	\$700.00
Brian E. Farnan	Associate	13.70	\$3,767.50
Joseph J. Farnan, III	Associate	16.30	\$4,482.50
Miranda L. Johnson	Associate	8.80	\$2,420.00
Megan C. Haney	Associate	13.00	\$4,505.00
Lynne Iannone	Associate	0.10	\$22.50
Melissa Cargnino	Associate	3.10	\$852.50
Aaron C. Baker	Associate	0.50	\$152.50
Celeste A. Hartman	Senior Paralegal	747.50	\$111,218.00
Mary F. Fitzpatrick	Paralegal	0.50	\$55.00
Michelle M. Okavage	Paralegal	0.60	\$72.00
Tanya L. Birdsell	Legal Assistant	5.50	\$776.50
Tammy Patterson	Legal Assistant	1.70	\$225.00
Danielle Gaesser	Legal Assistant	0.20	\$32.00
Grand Total		2990.40	\$1,013,877.50 <sup>1</sup>
Blended Rate:			\$339.04

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<sup>1</sup> This number does not reflect the deductions agreed to by PG&S and the Fee Auditor which total \$684.50, making the total requested \$1,013,240.00.

**FINAL COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Fees</b>
Case Administration	\$16,387.50
Fee/Employment Applications	\$111,213.00
Fee/Employment Applications-PG&S	\$40,347.50
Litigation	\$606,399.00
Plan and Disclosure Statement	\$213,381.00
Claims Objections	\$25,219.00
Relief From Stay Proceedings	\$850.00
Asset Disposition	\$127.50
Total	\$1,013,924.50 <sup>2</sup>


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<sup>2</sup> This number does not reflect the deductions agreed to by PG&S and the Fee Auditor which total \$684.50, making the total requested \$1,013,240.00.

**FINAL EXPENSE SUMMARY**

<b>Category</b>	<b>Total</b>
Long Distance	\$1,105.95
Photocopies-In house	\$5,386.80
Postage	\$2,648.34
Facsimile	\$167.00
Overnight Courier	\$4,674.90
Research-Pacer/Westlaw	\$633.04
Travel Expenses and Parking	\$1,360.65
Document Service/Copying/Delivery	\$33,577.02
Working Lunches with Clients	\$29.00
Court Filing Fees	\$430.00
CourtCall	\$11,055.00
	\$61,067.70

PHILLIPS, GOLDMAN &amp; SPENCE, P.A.

  
 John C. Phillips, Jr., Esquire (#110)  
 1200 North Broom Street  
 Wilmington, DE 19806  
 (302) 655-4200  
 (302) 655-4210  
*Local Counsel to PI Future  
 Claimants' Representative*

April 29, 2014